

RECORDATION NO. 26961-B

MAY 11 '07 -2 3 5 PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

May 11, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Mortgage, dated as of May 11, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Car Lease Agreement and Schedule No. 1 being filed with the Board under Recordation Number 26961.

The names and addresses of the parties to the enclosed document are:

Debtor: ARH 2006-1, LLC
c/o AllCapital (US), LLC
780 Third Avenue
New York, NY 10017

Secured Party: Wells Fargo Bank Northwest, National
Association
299 South Main Street
Salt Lake City, UT 84111

Mr. Vernon A. Williams
May 11, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

30 railcars within the series ALLX 3200 – ALLX 3239 as more particularly set forth in the equipment schedule attached to the document.

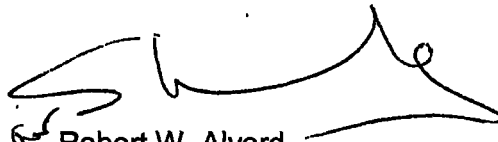
A short summary of the document to appear in the index is:

Memorandum of Mortgage.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 26961-38
FILED

MAY 11 '07 -2 3 5 PM

MEMORANDUM OF MORTGAGE

SURFACE TRANSPORTATION BOARD

Memorandum of Mortgage, made and entered into as of May 11, 2007 between ARH 2006-1, LLC, (the "**Debtor**") and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Security Trustee under the Security Agreement referred to below (together with its successors and permitted assigns, the "**Secured Party**"). Terms used in this instrument have the meanings assigned thereto in the Security Agreement dated as of May 31, 2006 (as supplemented, including by Security Agreement Supplement No. 8 dated the date hereof, the "**Security Agreement**") between the Secured Party and the Debtor.

WITNESSETH:


The undersigned have entered into the Security Agreement, by which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in the lease referred to on Exhibit B attached hereto to the Secured Party in order to secure the Debtor's performance of its obligations as described in the Security Agreement.

* * *

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ARH 2006-1, LLC

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as Security Trustee

By 
Name: COLUM CARR
Title: MANAGER

By _____
Name: _____
Title: _____

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 11th day of MAY in the year 2007 before me personally came Colin Carr to me known, who, being by me duly sworn, did depose and say that he/~~she/they~~ reside(s) at 40 All Capital (LLC), 153 E. 52nd St, NY, NY; that he/~~she/they~~ is (are) the manager (~~president or other officer or director or attorney in fact~~) of the Debtor, the limited liability company described in and which executed the above instrument; and that he/~~she/they~~ signed his/~~her/their~~ name(s) thereto by authority of the board of directors of said limited liability company.

CHARLES E KNAPP
Notary Public, State of New York
No 02KN4994768
Qualified in Westchester County
Commission Expires April 13, ~~2010~~



Notary Public

[Notarial Seal]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ARH 2006-1, LLC

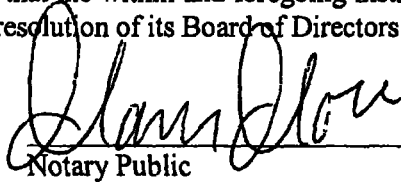
WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as Security Trustee

By _____
Name:
Title:

By _____
Name: Jon Croasmun
Title: Vice President

STATE OF UTAH)
):ss
COUNTY OF SALT LAKE)

On the 22nd day April, 2007, personally appeared before me Jon Croasmun who being by me duly sworn did say, for himself, that he the said Jon Croasmun is a Vice President of Wells Fargo Bank Northwest, National Association and that the within and foregoing instrument was signed in behalf of said association by authority of a resolution of its Board of Directors.



Notary Public

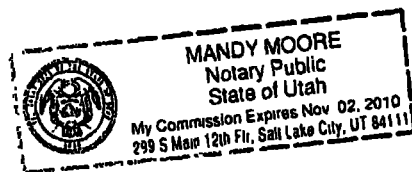


EXHIBIT A

UNITS

Thirty (30) 3,220 cubic foot 286000 lb. GRL capacity covered hoppers with two (2) bolted 13" x 42" gravity outlet gates (Miner 10183K), each manufactured by National Steel Car Limited (as more specifically identified on Schedule 1 attached hereto) together with all substitutions, replacements and renewals of the property above described, and all property which shall hereafter become physically attached to or incorporated in the property above described, whether the Debtor now has rights therein or such rights shall hereafter be acquired by it.

**SCHEDULE 1
TO EXHIBIT A**

<u>ROAD MARK</u>	<u>NUMBER</u>	<u>ROAD MARK</u>	<u>NUMBER</u>
ALLX	3200	ALLX	3218
ALLX	3201	ALLX	3219
ALLX	3202	ALLX	3220
ALLX	3203	ALLX	3221
ALLX	3204	ALLX	3223
ALLX	3205	ALLX	3224
ALLX	3208	ALLX	3227
ALLX	3209	ALLX	3228
ALLX	3210	ALLX	3230
ALLX	3212	ALLX	3231
ALLX	3213	ALLX	3233
ALLX	3214	ALLX	3235
ALLX	3215	ALLX	3237
ALLX	3216	ALLX	3238
ALLX	3217	ALLX	3239

EXHIBIT B

LEASE

Schedule No. 01 to Master Car Lease Agreement dated as of April 12, 2007, as executed by Superior Well Services, Inc., as lessee on April 12, 2007 and by AllCapital Rail Management, LLC, as lessor on April 13, 2007, as assigned to the Debtor by the Assignment and Assumption Agreement and incorporating the terms of the Master Car Lease Agreement dated as of April 12, 2007 between AllCapital Rail Management, LLC and Superior Well Services, Inc. in effect on the date hereof, as may be further amended after the date hereof by agreement between the Debtor and Superior Well Services, Inc. in respect of the agreement contained in Schedule No. 01.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/11/07



Robert W. Alvord